

**UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION**

THE ERICA P. JOHN FUND, INC., et al., *On  
Behalf of Itself and All Others Similarly Situated,*

Plaintiff,

vs.

HALLIBURTON COMPANY and DAVID J.  
LESAR,

Defendants.

**CIVIL ACTION NO.: 3:02-CV-1152-M**

**CLASS ACTION**

**APPENDIX IN SUPPORT OF LEAD PLAINTIFF'S RESPONSE  
TO DEFENDANTS' MOTION FOR PROTECTIVE ORDER**

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THE ERICA P. JOHN FUND, INC., AND  
THE CLASS***

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Dated: June 19, 2014

/s/ Kim E. Miller

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**CERTIFICATE OF SERVICE**

**I HEREBY CERTIFY** that on June 19, 2014, I served the attached document via CM/ECF System to the following counsel of record.

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**UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION**

THE ERICA P. JOHN FUND, INC., et al., *On  
Behalf of Itself and All Others Similarly Situated,*

Plaintiff,

vs.

HALLIBURTON COMPANY and DAVID J.  
LESAR,

Defendants.

**CIVIL ACTION NO.: 3:02-CV-1152-M**

**CLASS ACTION**

**DECLARATION OF KIM E. MILLER IN SUPPORT OF LEAD PLAINTIFF'S  
RESPONSE TO DEFENDANTS' MOTION FOR PROTECTIVE ORDER**

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***LEAD COUNSEL TO LEAD PLAINTIFF,  
THE ERICA P. JOHN FUND, INC., AND  
THE CLASS***

I, Kim E. Miller, hereby declare as follows:

1. I am an attorney duly licensed to practice law in the State of New York and am a partner with the law firm of Kahn Swick & Foti, LLC, Special Counsel for Lead Plaintiff and the Class. I am admitted in this case *pro hac vice*. The matters stated herein are based on my personal knowledge and, if called upon to testify, I could and would testify competently thereto.

2. Attached as Exhibit A to this Declaration is a true and correct copy of excerpts from Halliburton's Responses to Lead Plaintiff's Third Request for Production of Documents.

3. Attached as Exhibit B to this Declaration is a true and correct copy of excerpts from Lead Plaintiff's Third Request for Production of Documents to Defendant Halliburton Company.

I declare under the penalty of perjury under the laws of the United States that the foregoing is true and correct and that I executed this declaration on June 18, 2014 in New York, New York.

/s/ Kim E. Miller  
Kim E. Miller

# **EXHIBIT A**





evidence. As an example, and without limitation, this request seeks information regarding projects that resulted in unapproved claim revenue that was either immaterial or did not correspond to the charge that Halliburton announced on December 21, 2000 in connection with certain fixed-fee engineering and construction projects. Halliburton also objects to this request as vague and ambiguous. In particular, the phrase “project grades or ratings” is vague and ambiguous. In addition, Halliburton objects to this request to the extent it seeks production of documents already produced by Halliburton to Lead Plaintiff, including, without limitation, documents produced by Halliburton to the SEC in connection with the SEC’s investigation of Halliburton’s accounting for unapproved claim revenue with respect to 11 fixed-price construction projects. Halliburton will not reproduce those documents, or produce any additional documents relating to those 11 fixed-price construction projects.

**DOCUMENT REQUEST NO. 48:**

All Documents, including, but not limited to notes and transcripts, concerning the meeting between David Lesar and Salomon Smith Barney analyst Kiebertz in or around October, 2000.

**RESPONSE:**

In addition to the above-stated Objections to Definitions and Instructions, Halliburton objects to this request to the extent it calls for production of information and documents that are protected by the attorney-client privilege, work product doctrine, joint-defense privilege, or other applicable legal protection or privilege. Halliburton further objects to this request to the extent it seeks production of documents already produced by Halliburton to Lead Plaintiff. Halliburton will not reproduce those documents. Subject to these objections, to the extent it has not already done so, Halliburton agrees to produce non-privileged documents in its possession, custody, or control, if any, responsive to this request.

**DOCUMENT REQUEST NO. 49:**

All Documents concerning costs associated with integrating Dresser's construction operations with the construction operations of Halliburton, including but not limited to Documents concerning excessive costs.

**RESPONSE:**

In addition to the above-stated Objections to Definitions and Instructions, Halliburton objects to this request to the extent it calls for production of information and documents that are protected by the attorney-client privilege, work product doctrine, joint-defense privilege, or other applicable legal protection or privilege. Halliburton further objects to this request on the ground that it is overbroad, unduly burdensome, and seeks information that is not relevant to any claim or defense of any party and not reasonably calculated to lead to the discovery of admissible evidence. Halliburton also objects to this request to the extent it seeks production of documents already produced by Halliburton to Lead Plaintiff. Halliburton will not reproduce those documents. Subject to these objections, to the extent it has not already done so, Halliburton agrees to produce non-privileged documents in its possession, custody, or control, if any, relating to any statements in the current complaint made during the class period about the projected savings from the Dresser merger.

**DOCUMENT REQUEST NO. 50:**

All Documents concerning possible or actual operating inefficiencies and/or excessive costs in the KBR business unit.

**RESPONSE:**

In addition to the above-stated Objections to Definitions and Instructions, Halliburton objects to this request to the extent it calls for production of information and documents that are protected by the attorney-client privilege, work product doctrine, joint-defense privilege, or other applicable legal protection or privilege. Halliburton further objects to this request on the ground

that it is overbroad, unduly burdensome, and seeks information that is not relevant to any claim or defense of any party and not reasonably calculated to lead to the discovery of admissible evidence. Halliburton also objects to this request to the extent it seeks production of documents already produced by Halliburton to Lead Plaintiff. Halliburton will not reproduce those documents. Subject to these objections, to the extent it has not already done so, Halliburton agrees to produce non-privileged documents in its possession, custody, or control, if any, relating to any statements in the current complaint made during the class period about the projected savings from the Dresser merger.

**DOCUMENT REQUEST NO. 51:**

All Documents concerning the corporate culture of Dresser and/or Halliburton, including but not limited to differences between the companies in management and/or accounting style.

**RESPONSE:**

In addition to the above-stated Objections to Definitions and Instructions, Halliburton objects to this request to the extent it calls for production of information and documents that are protected by the attorney-client privilege, work product doctrine, joint-defense privilege, or other applicable legal protection or privilege. Halliburton further objects to this request on the ground that it is overbroad, unduly burdensome, and seeks information that is not relevant to any claim or defense of any party and not reasonably calculated to lead to the discovery of admissible evidence. Halliburton also objects to this request as vague and ambiguous. In particular, the phrases “corporate culture” and “management and/or accounting style” are vague and ambiguous. In addition, Halliburton objects to this request to the extent it seeks production of documents already produced by Halliburton to Lead Plaintiff. Halliburton will not reproduce those documents.

**RESPONSE:**

In addition to the above-stated Objections to Definitions and Instructions, Halliburton objects to this request to the extent it calls for production of information and documents that are protected by the attorney-client privilege, work product doctrine, joint-defense privilege, or other applicable legal protection or privilege. Halliburton further objects to this request on the ground that it is overbroad, unduly burdensome, and seeks information that is not relevant to any claim or defense of any party and not reasonably calculated to lead to the discovery of admissible evidence. Halliburton also objects to this request to the extent it seeks production of documents already produced by Halliburton to Lead Plaintiff. Halliburton will not reproduce those documents.

**DOCUMENT REQUEST NO. 56:**

All Documents concerning risks of an integration of Kellogg and Brown & Root identified by Dresser and/or Halliburton prior to the consummation of the merger.

**RESPONSE:**

In addition to the above-stated Objections to Definitions and Instructions, Halliburton objects to this request to the extent it calls for production of information and documents that are protected by the attorney-client privilege, work product doctrine, joint-defense privilege, or other applicable legal protection or privilege. Halliburton further objects to this request on the ground that it is overbroad, unduly burdensome, and seeks information that is not relevant to any claim or defense of any party and not reasonably calculated to lead to the discovery of admissible evidence. Halliburton also objects to this request to the extent it seeks production of documents already produced by Halliburton to Lead Plaintiff. Halliburton will not reproduce those documents. Subject to these objections, to the extent it has not already done so, Halliburton agrees to produce non-privileged documents in its possession, custody, or control, if any, relating

to any statements in the current complaint made during the class period about the projected savings from the Dresser merger.

**DOCUMENT REQUEST NO. 57:**

All Documents relied upon and forming the basis of David Lesar's statement in the 10/24/00 conference call that Halliburton's construction operations would need to pursue a "new strategy" to "cut costs and strengthen that business" and "recombine" all of its "engineering and construction businesses."

**RESPONSE:**

In addition to the above-stated Objections to Definitions and Instructions, Halliburton objects to this request to the extent it calls for production of information and documents that are protected by the attorney-client privilege, work product doctrine, joint-defense privilege, or other applicable legal protection or privilege. Halliburton also objects to this request as vague and ambiguous. In particular, the phrase "relied upon and forming the basis of David Lesar's statement" is vague and ambiguous. Halliburton further objects to this request to the extent it seeks production of documents already produced by Halliburton to Lead Plaintiff. Halliburton will not reproduce those documents. Subject to these objections, to the extent it has not already done so, Halliburton agrees to produce non-privileged documents in its possession, custody, or control, if any, which were consulted in preparation of Mr. Lesar's statement.

**DOCUMENT REQUEST NO. 58:**

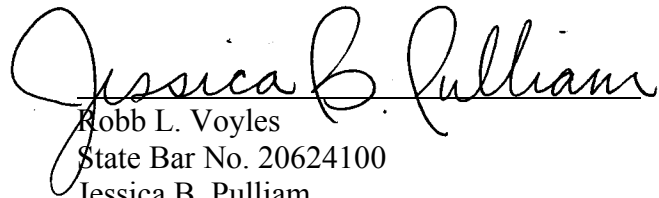
Documents sufficient to identify the names and titles of all project managers, business managers, shared services employees, and project controls employees related to the Brazil and Bolivia pipeline project, the EPC-1 project, the Chesapeake Power project, the VEHOP project, and the Prairie Rose project, and all projects identified by Halliburton as the seven projects.

**RESPONSE:**

In addition to the above-stated Objections to Definitions and Instructions, Halliburton objects to this request to the extent it calls for production of information and documents that are protected by the attorney-client privilege, work product doctrine, joint-defense privilege, or other

particular, the phrase “involved in the decision” is vague and ambiguous. Halliburton also objects to this request to the extent it seeks production of documents already produced by Halliburton to Lead Plaintiff, including, without limitation, documents produced by Halliburton to the SEC in connection with the SEC’s investigation of Halliburton’s accounting for unapproved claim revenue with respect to 11 fixed-price construction projects. Halliburton will not reproduce those documents, or produce any additional documents relating to those 11 fixed-price construction projects.

Respectfully submitted,

A handwritten signature in black ink, reading "Jessica B. Pulliam". The signature is written in a cursive style with a large, looping initial "J".

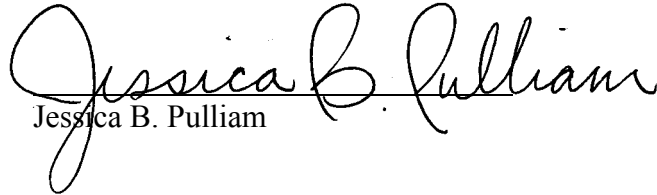
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*Counsel For Defendant  
Halliburton Company*

**CERTIFICATE OF SERVICE**

The undersigned certifies that the foregoing document was served on all counsel of record via electronic mail on August 7, 2013.

  
Jessica B. Pulliam

# **EXHIBIT B**



UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF TEXAS  
DALLAS DIVISION

THE ARCHDIOCESE OF MILWAUKEE  
SUPPORTING FUND, INC., et al., *On Behalf of  
Itself and All Others Similarly Situated,*

Plaintiff,

vs.

HALLIBURTON COMPANY, and DAVID J.  
LESAR,

Defendants.

CIVIL ACTION NO.: 3:02-CV-1152-M

CLASS ACTION

**LEAD PLAINTIFF'S THIRD REQUEST FOR PRODUCTION OF DOCUMENTS TO  
DEFENDANT HALLIBURTON COMPANY**

Lead Plaintiff, by and through its undersigned counsel, hereby propounds Lead Plaintiff's Third Request for Production of Documents pursuant to Rules 26 and 34 of the Federal Rules of Civil Procedure to the Defendant Halliburton Company. The responses are due at the offices of The Law Office of Joe H. Staley, Jr., P.C., 3100 Monticello Ave., Suite 850, Dallas, Texas 75205, or electronically at Boies, Schiller & Flexner LLP, 401 East Las Olas Boulevard, Suite 1200, Fort Lauderdale, Florida 33301, or Kahn Swick & Foti, LLC, 206 Covington St., Madisonville, LA, 70447, within thirty (30) days of service hereof.

**DOCUMENT REQUEST NO. 45:**

All Documents relating to the monthly work schedule for the duration of each of the Company's projects for which the Company claimed any revenue during the Class Period based on claims and change orders which were in the process of being negotiated with customers for extra work or changes in the scope of work which the Company included in revenue because it concluded that collection was probable, showing: percentage of completion for work accepted by the Owner or its representative; budget and time schedules showing the existing schedule in comparison to the original budget.

**DOCUMENT REQUEST NO. 46:**

All Documents relating to any requests for change orders resulting from change in conditions or change in the scope of work on each of the Company's projects for which the Company claimed any revenue during the Class Period based on claims and change orders which were in the process of being negotiated with customers for extra work or changes in the scope of work which the Company included in revenue because it concluded that collection was probable, and any documentation submitted with the claim, as well as all Documents showing whether the request originated from Defendant or a subcontractor.

**DOCUMENT REQUEST NO. 47:**

All Documents relating to any project grades or ratings provided by the Owner or Owner's Representative for each of the Company's projects for which the Defendant claimed any revenue during the Class Period based on claims and change orders which were in the process of being negotiated with customers for extra work or changes in the scope of work which the Company included in revenue because it concluded that collection was probable.

**DOCUMENT REQUEST NO. 48:**

All Documents, including, but not limited to notes and transcripts, concerning the meeting between David Lesar and Salomon Smith Barney analyst Kieburz in or around October, 2000.

**DOCUMENT REQUEST NO. 49:**

All Documents concerning costs associated with integrating Dresser's construction operations with the construction operations of Halliburton, including but not limited to Documents concerning excessive costs.

**DOCUMENT REQUEST NO. 50:**

All Documents concerning possible or actual operating inefficiencies and/or excessive costs in the KBR business unit.

**DOCUMENT REQUEST NO. 51:**

All Documents concerning the corporate culture of Dresser and/or Halliburton, including but not limited to differences between the companies in management and/or accounting style.

**DOCUMENT REQUEST NO. 52:**

All Documents prepared and/or reviewed by any employee or officer or director of Halliburton and/or Dresser prior to September 29, 1998, comparing the application of accounting practices and methodology by Dresser to that of Halliburton, including but not limited to any perceived differences.

**DOCUMENT REQUEST NO. 53:**

All Documents concerning the formation of the Transition Committee comprised of William Bradford, Richard Cheney, David Lesar and Donald Vaughn, as described in the document previously produced by the Company bates stamped SCA00141314.

**DOCUMENT REQUEST NO. 54:**

All Documents concerning meetings of the Transition Committee.

**DOCUMENT REQUEST NO. 55:**

All Documents forming the basis of Les Coleman's statement in his November 18, 1997 confidential memorandum regarding the Dresser Merger to Dick Cheney and Dave Lesar previously produced by the Company bates stamped SCA00143601- SCA00143625 that "post-combination management presents significant risks."

**DOCUMENT REQUEST NO. 56:**

All Documents concerning risks of an integration of Kellogg and Brown & Root identified by Dresser and/or Halliburton prior to the consummation of the merger.

**DOCUMENT REQUEST NO. 57:**

All Documents relied upon and forming the basis of David Lesar's statement in the 10/24/00 conference call that Halliburton's construction operations would need to pursue a "new strategy" to "cut costs and strengthen that business" and "recombine" all of its "engineering and construction businesses."

**DOCUMENT REQUEST NO. 58:**

Documents sufficient to identify the names and titles of all project managers, business managers, shared services employees, and project controls employees related to the Brazil and Bolivia pipeline project, the EPC-1 project, the Chesapeake Power project, the VEHOPE project, and the Prairie Rose project, and all projects identified by Halliburton as the seven projects.

All documents relied upon by Halliburton in answering Lead Plaintiff's Interrogatory No. 10.

**DOCUMENT REQUEST NO. 74:**

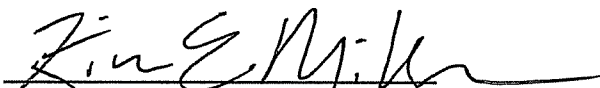
All documents relied upon by Halliburton in answering Lead Plaintiff's Interrogatory No. 12.

**DOCUMENT REQUEST NO. 75:**

Documents sufficient to identify all persons involved in the decision to begin recording revenue based upon claims and change orders for additional work, or changes in the scope of work that had not yet been agreed to, but based upon the Company's determination that collection was deemed probable, starting in or around 1999.

Dated: July 8, 2013

Respectfully submitted,



KAHN SWICK & FOTI, LLC

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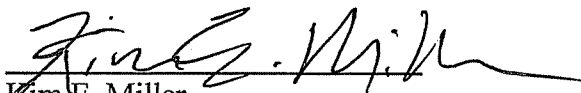
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*ATTORNEY FOR LEAD PLAINTIFF, THE ERICA  
P. JOHN FUND, INC.*

**CERTIFICATE OF SERVICE**

I hereby certify that on July 8, 2013, I served the foregoing document via U.S. mail and electronic mail to all counsel of record.

  
Kim E. Miller